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TELEPHONE (713) 850-0700 E-MAIL sfeldman@feldlaw.com

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TELECOPIER (713) 623-6636 TELECOPIER (713) 850-8530

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Department of State Division of Corporations Corporate Filings PO Box 6327 Tallahassee, FL 32314 500005040295-----03/04/02--01052--002 *****52.50, *****52.50

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Re: Filing of Articles of Incorporation of Capstone Holdings (Florida) Corp.

Gentlemen:

Enclosed for filing are the following documents for filing:

- 1. The executed original of Articles of Incorporation of Capstone Holdings (Florida) Corp. and
- 2. Our check in the amount of \$52.50 for the cost of filing Articles of Amendment of Capstone Associated Services (Florida), Ltd.

Please approve and file the enclosed Amended Articles of Incorporation, and return to us your certified copy with one counterpart of the Articles of Incorporation bearing your file mark.

Thank you for your assistance.

Very truly yours,

Stewart A. Feldman

enclosure

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CERTIFICATE OF AMENDMENT TO CAPSTONE ASSOCIATED SERVICES, LTD. CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to the provisions of section 620.109, Florida Statutes, the limited partnership named below whose certificate was filed with the Florida Department of State on October 16, 2001 and assigned document number A01000001411 adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

FIRST: Amendment(s): The provision being amended currently is as follows:

1. Name: CAPSTONE ASSOCIATED SERVICES, LTD.

The portion of the document being amended is as follows:

1. Name: CAPSTONE ASSOCIATED SERVICES (FLORIDA), LTD.

SECOND: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

CAPSTONE HOLDINGS (FLORIDA) CORP.,

a Florida corporation, its general partner

By: Stewart A. Feldman, President

FILED D2 MAR -4 PM 3:40 SECRETARY OF STATE TALLAHASSEE, FLORID

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